



NOTICE TO BENEFICIARIES

Special General Meeting - 3 December 2022

AGENDA

Tēnā koutou katoa

A Special General Meeting for all beneficiaries of Ngāti Rehua Ngātiwai ki Aotea Trust is scheduled for Saturday 3 December 2022, 10 am at St James Hall, Mangere Bridge, Auckland.

1. Apologies.
2. Confirmation of 31 July 2021 AGM Minutes.
3. Matters arising from minutes.
4. Chair's report.
5. Financial report. - Resolutions 3, 4 and 5 of the 31 July 2021 AGM.
6. Database and Whakapapa Committee Report.- Resolutions 7, 8 and 9 of the 31 July 2021 AGM.
7. Amendments to Trust Deed. - Attached proposed amendment to the Trust Deed in accordance with resolution 10 of the 31 July 2021 AGM.
8. Te Tiriti update. - Resolutions 11 and 12 of the 31 July 2021 AGM.
9. General business.
 - Proposal to increase the number of trustees from 5 to 7.
10. Election.

Election of trustee replacing one current vacancy and if resolved to increase the trustees, 2 further vacancies for election.



Ngāti Rehua Ngātiwai ki Aotea Trust

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Ref Agenda Item #7

AMENDMENT TO TRUST DEED

AGM 31 July 2021 – Resolution 10

The AGM passed the following resolution:

That the newly appointed trustees are volunteer positions and only reasonable expenses (to be defined) will be remunerated through a new trustee remuneration policy (to be defined).

This is recorded as resolution 10 and requires amendment to the Trust Deed as well as a policy defining reasonable expenses and a trustee remuneration policy. These are matters for the Trust to develop within the parameters of the amendment to the Trust Deed.

Provisions requiring removal from Trust Deed to comply with resolution

The Trust Deed currently has two provisions dealing with trustee remuneration which will require amendment.

The first provision is clause 13(b) (application of revenue) which provides that trustees may apply all revenue derived by them:

- (b) In payment of the reasonable expenses of any trustee or trustees engaged in his or their professional capacity, “reasonable” in this context meaning such charge as is usual and proper for the work to be undertaken.

The second provision is Clause 23 (paying of expenses) which provides:

Each trustee shall be entitled to receive a reasonable travelling allowance or a refund of the expenses actually and reasonably incurred, in attending or returning from meetings of the trustees or for any other purpose associated with the conduct of the Trust’s business and shall in addition be entitled to receive a fee for each meeting of the trustees attended of such amount as made from time to time be decided by the beneficiaries at a general meeting.

Expenses incurred by trustees will be itemised and figures kept by the Treasurer.



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Amendments to Trust Deed

It is proposed that in order to comply with resolution 10 that clauses 13(b) and clause 23 of the Trust Deed be removed and replaced with a new clause 23 as follows:

Clause 23 Payments to trustees

The position of trustee is a voluntary position and trustees shall not be remunerated or receive any pecuniary profit or benefit as a trustee except for the reimbursement of reasonable expenses incurred in connection with the affairs of the Trust and as set out in the trustee remuneration policy which will require the approval of beneficiaries at an SGM or AGM.

Resolution

It is resolved that the Trust Deed be amended as outlined above.



Ngāti Rehua Ngātiwai ki Aotea Trust Board AGM Election Results and Resolution Summary

31 July 2021,

2021 Election Results received

Beazley 465 Cleave 468 Howe 454 MacDonald 176 Ngawaka 554 Toki 491 Wii, Billy 174 Wii, Jeanie 163 Wiki 157 2 people returned a nil vote

1. Resolution: Apologies be accepted (see minutes) Moved: TA Second: Carla Klink Kua mana
2. Resolution: That previous AGM Minutes be received 16th January 2016 minutes – see attached. Moved: Kris MacDonald Second: Bruce Davies Kua mana
3. Resolution: We accept 2016, 2017, 2018 pending an independent audit. Moved: Jeff Cleave Second: Carla Klink Kua mana
4. Resolution: We accept 2019, 2020, 2021 draft financial statements cognizant of the baseline. Moved: Jeff Cleave Second: Bruce Davies Kua mana
5. Resolution: Trust to hold SGM to pass the financial accounts Moved: Tavake Afeaki Second: Carla Klink Kua mana
6. Resolution: That Nicola MacDonald be removed from any positions representing Ngati Rehua effective immediately. Moved: Huia Orr Second: Hiria Rata Kua mana
7. Resolution: The Board engage IES (Election Services) to be the professional custodian of the database. Moved: Pam Armstrong Second: Rosanna Beazley Whaanga Kua mana
8. Resolution: AGM resolve to dissolve the current validating committee. Moved: Kris MacDonald Second: Suie Rata Kua mana
9. Resolution: The Board invite the kaumatua to form their whakapapa committee. Moved: Abe Edwards Second: Jarrod Waetford Kua mana



Ngāti Rehua Ngātiwai ki Aotea Trust

Ka tangi Tūkaiāia ki te moana e haere ana a Ngātiwai ki uta. Ka tangi Tūkaiāia ki uta e haere ana a Ngātiwai ki te moana.

10. Resolution: That the newly appointed trustees are volunteer positions and only reasonable expenses (to be defined) will be remunerated through a new trustee remuneration policy (to be defined). Moved: Alan Moore Second: Kathy Caldwell Kua mana

11. Resolution: That the current treaty negotiators be removed. Moved: Suie Rata Second: Kathy Caldwell Kua mana

12. Resolution: That the newly appointed trustees hold a SGM to review the current Te Tiriti mandate and agreement in principle with the Crown. Moved: Suie Rata Second: Kris MacDonald Kua mana

13. Resolution: Ngāti Rehua Ngātiwai ki Aotea in principle support the current actions in the High Court and Environment Court. Moved: Kris MacDonald Second: Ron Bush Kua mana

14. Resolution: That the Trust Board facilitate regular hui with all the marae. Moved: Jan Pihana Second: Sonya Palmer. Kua mana



Ngāti Rehua Ngātiwai ki Aotea Trust

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Ngāti Rehua Ngātiwai ki Aotea AGM Minutes 31st July 2021

Karakia: Jarrod Waetford Attendances: See attached

Mihi: Tavake Afeaki Acknowledged those who have passed

1. Apologies Judith Klink, Dylan Klink, Charles Klink, Margaret Higgins, Steve Grant, Colin Grant, Keryn Chapman, Jessica Chapman, Carlee Chapman, Tasman Higgins, Kerry Higgins, Hyman Higgins, Raihi Grant, Laish Grant, Rima Grant, Nicola MacDonald, Mook Hohneck, Ataria MacDonald, Kare Rata, Christine Rata, Carmel Rata, Te Waikohua Rata, Hohaia Rata, Hope Munro, Joeann Nicoll, Adam Nicol, Matthew Archer, Ann Davies, Lissa Davies, Martin Cleave, Darren Cleave, John Cleave, Teresa Scott, David Scott, Heleena Tamihana, Tiancum McCarthy, Zieffer McCarthy, Shane Peroni, Melvina Ferris, Danel Ferris, Donna Wareham, Olivia Wareham, Kade Noble-Duke, Rehutai Duke, Robin Waka, Edwin Ngawaka, Malcolm McGee, Judith Hilton, Glenis McGee, Angel Tupu (Moore), Saphron Moore, Kayden Waetford, Brittany Teokatai, Raedyn Teokatai, Kyle Edmonds, Armani Cornett, Ben Cornett, Tyme Rata, Roi McCabe, Hihī Philip Ngawaka, Matthew Ngawaka, Sarah Ngawaka, Donna Ngawaka, Sonya McGregor, Gordon Ngawaka, Myra Paki, Hine Ngawaka, Sara Arthur, Andrea Gordine, Rachel Davies, Frank Moore, George Moore, John Moore, Miriama Rosen, Sydina Beazley, Noel Beazley, Herbert Rata, Sheryl Beazley, Roger Beazley, Raymond Beazley, Isabel Beazley, Spencer Beazley, Tyme Martin, Tashine Whaanga, Phoebe Ngawaka, Erin Ngawaka, Chakan Ngawaka, Aretha Ngawaka, Rinah Ngawaka, Hami Armstrong, Chala Chase, Te Ara Armstrong, Manaia Armstrong, Hokino Armstrong, Ngaroimata Reid, Jarrod Hiaka, Christa Ringrose, Rowena Birch, Robert Birch, Opai Johnson, Katia Rose Timu, Simon Brown, Te Reokaha McLeod, Kiri Neuman, Tania McPherson, Loren Van Gent, Fender Pitman, Dina Waetford, Tony Moore, Fred Moore, Kertha Moore, Terry Moore, Toni Moore, Teresa Moore, Leticia Fungavaka, Dantzel Tiakia, Jaepeth Tiakia, Tahlequah Tiakia, Eliakim Tiakia, Jonine Tiakia, Danita Rahman.

Resolution Apologies received Moved: TA Second: Carla Klink kua mana

2. Report of Court-Appointed Interim Independent Chair & Counsel Assisting the Court

See Attached Tavake – background – experience. Explains why he was appointed and the obligations established by Justice Palmer. Engaged independent Elections Services – Bring integrity to the database. Convene the kaumatua validation committee to sort through the re-registrations and new registrations. 5 kaumatua validation hui. As a Board they established that there will be a postal, online voting process. Case in the High Court – next week in the High Court – Technical evidence with the accounts To achieve the necessary mahi appointed by Justice Palmer - took 2.5 years to complete 52 board hui, 4 information hui, 6 kaumatua combined validation hui

3. Result of Trustee Election and handover to new Trustees Craig Taylor (Independent Elections Services) stated: As introduced, my name is Craig Taylor, of Independent Elections Services. We are an independent service professional service provider, specializing in electoral processes. We have been involved with Ngāti Rehua since 2019, assisting with planning, the membership database and the electoral process. The chief returning officer is Dale Ofsoke, who is here today. We also have Yura Minkin, one of our IT professionals, who some of you may have spoken to, or emailed over the course of the last 24 months. Nominations opened on Friday 3 July 2020 for five trustee positions. When nominations closed on Friday 24 July 2020, Eleven candidates had been nominated. Following a delay, 2 candidates withdrew their nominations leaving 9 candidates standing for election. Unfortunately, one candidate's name still appeared on the physical voting documents as they had already been printed and lodged with NZ Post prior to being advised of her withdrawal." Taylor then goes to list the



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candidates “From Friday 11 June 2021, 1,550 voting packs were posted to all Ngati Rehua adult registered members. Members could vote for all five vacancies by post or online. When voting closed on Tuesday 27 July at 5pm, and after a 3-day post marked period, 695 members had returned their vote which represents a 42.48% turnout. This is considered a very good turnout which can be attributed to a solid functioning and accurate database.”

Craig Taylor then announced the voting numbers: Beazley 465 Cleave 468 Howe 454 MacDonald 176 Ngawaka 554 Toki 491 Wii, Billy 174 Wii, Jeanie 163 Wiki 157 2 people returned a nil vote Aperahama Edwards –

Mihi Hone Rapata calls the 5 new trustees to the front to be acknowledged Tavake and Kelly will hand over all passwords to the different sites.

4.Previous AGM Minutes Resolution 16th January 2016 minutes – see attached. Moved: Kris MacDonald Second: Bruce Davies Kua mana

5.Financial Statements and Accounts See attached. Tavake explains that these are in draft format, unaudited ending March 31st 2019. Financial records 2016, 2017, 2018. See attached. Issues in the court next week that will address these financial statements. Table the financial accounts – independent audit Ask the new trustees to tender auditors to look through the accounts.

Resolution: We accept 2016, 2017, 2018 accounts pending an independent audit. Moved: Jeff Cleave Second: Carla Klink Kua mana

Tavake found an independent accountant – William Buck. May 2019 the trustees received access to the bank accounts The resolutions passed by the interim Trust Board

Resolution: To accept 2019, 2020, 2021 draft financial statements cognizant of the baseline. Moved: Jeff Cleave Second: Bruce Davies

Trust Board has to confirm to the Court, Charity Services and IRD. Tavake will support the new board in the transition

Resolution: AGM accepts the 2019, 2020, 2021 draft financial statements and they report to the Government and Court Moved: Jeff Cleave Second Bruce Davies Kua mana

Resolution: To hold an SGM to pass the financial accounts Moved: Tavake Afeaki Second: Carla Klink Kua mana

Loma asks Abe – whether the conversations with Marutuahu will continue. Abe responds that Ngatiwai Trust Board will work with Ngati Rehua Trust Board with the overlapping claims. In response to Allan’s resolution. Lavinia asks if there have been payments made to the interim trustees – Tavake stated that the trustees did not get paid at all. Michelle Going states these are operational activities need to come back to the new Trust Board Pam Armstrong noted these matters are raised now because of the High Court case next week. Kathy Caldwell states the new Trust Board has a lot of work to do and needs a new constitution

6.General Business

Resolution: That Nicola MacDonald be removed from any positions representing Ngati Rehua effective immediately. Moved: Huia Orr Second: Hiria Rata Kua mana



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Rosina Beazley states, removing people from these positions the Board will have to come up to speed. Jeff Cleave states slow representation is better than bad representation. Michelle Going has all the confidence with the new Trust Board to get up to speed. Hone Rapata asks do we need to go to court about having her removed.

Abe asks to disband the kaumatua validation committee and reinstate a new validation committee. Tavake states it will be up to the new Trust Board to assign the new kaumatua validation committee. Tavake suggests retain the Election Services – the database is tapu. The Board is only kaitiaki of the database. Keeping the returning officers onboard and also to provide a protocol to tiaki the database.

Resolution: The Board engage IES to be the professional custodian of the database. Moved: Pam Armstrong Second: Rosina Beazley Whaanga Kua mana

Libby asks that the shareholders be validated Tavake asks Are you a registered member of Ngati Rehua? Libby says no she is Ngati wai Abe where does the decision making sit for the composition for the whakapapa validation committee. Tavake states that legally it sits with the Trust Board but morally it's a decision that comes from the kaumatua.

Resolution: AGM resolve to dissolve the current validation committee. Moved: Kris MacDonald Second: Suie Rata Kua mana

Resolution: The Board invite the kaumatua to form their whakapapa committee. Moved: Abe Edwards Second: Jarrod Waetford Kua mana

Sonya Palmer has concerns that the Board is small and they need to co-opt more people on to support. The AGM supports the board co-opting more trustees on.

Resolution: That the newly appointed trustees are volunteer positions and only reasonable expenses (to be defined) will be remunerated through a new trustee remuneration policy (to be defined). Moved: Alan Moore Second: Kathy Caldwell Kua mana

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Resolution: Ngati Rehua Ngatiwai ki Aotea in principle support the current action in the High Court and Environment Court. Moved: Kris MacDonald Second: Ron Bush Kua mana

Resolution: That the Trust Board facilitate regular hui with all the marae. Moved: Jan Pihana Second: Sonya Palmer. Kua mana

Acknowledgement Pam acknowledges the mahi done to get us here. Grateful for the robust work from IES. Acknowledges Tavake for his mahi as the Interim Chair, staying with the people and getting us to this point. Loma asks whether 2 representatives from the marae on Aotea have communication with the Board. There was an agreement but no resolution passed.

7. Karakia Whakamutunga- Aperehama Edwards